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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in TOP STANDARD CORPORATION (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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TOP STANDARD CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8510)

PROPOSALS FOR

- (1) GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
 - (2) EXTENSION OF ISSUE MANDATE;**
 - (3) RE-ELECTION OF RETIRING DIRECTORS;**
 - (4) RE-APPOINTMENT OF INDEPENDENT AUDITOR; AND**
- NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “**2019 AGM**”) to be held at Shop 1102, 11/F., Times Square, Matheson Street, Causeway Bay, Hong Kong on 21 August 2019 (Wednesday) at 4:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use in connection with the 2019 AGM is enclosed with this circular.

If you are not able to attend the 2019 AGM but wish to exercise your right as a shareholder of the Company, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2019 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM or its adjournment should you so wish. If you attend and vote at the 2019 AGM, the authority of your proxy will be deemed to be revoked.

This circular together with the notice of the 2019 AGM and a form of proxy will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of publication. This circular together with the notice of the 2019 AGM and a form of proxy are also published on the website of the Company at topstandard.com.hk.

23 July 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“2019 AGM”	the annual general meeting of the Company to be held at Shop 1102, 11/F., Times Square, Matheson Street, Causeway Bay, Hong Kong on 21 August 2019 (Wednesday) at 4:00 p.m. (or adjournment thereof) to consider and, if thought fit, approve the resolutions contained in the notice convening the 2019 AGM, which is set out on pages 15 to 19 of this circular
“AGM”	the annual general meeting of the Company
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Top Standard Corporation, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on GEM (Stock code: 8510)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Auditor”	D & PARTNERS CPA LIMITED, the independent auditor of the Company

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2019 AGM to the Directors to allot, issue and deal with the Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution for approving the issue mandate
“Latest Practicable Date”	17 July 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	13 February 2018, being the date on which trading of the Shares first commences on GEM
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“Nomination Committee”	the nomination committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2019 AGM to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting the mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administrated by the Securities and Futures Commission of Hong Kong
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent or percentage

TOP STANDARD CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8510)

Executive Directors:

Mr. Chuk Stanley (*Chairman*)
Mr. Lam Ka Wong, Johnson
Mr. Chuk Kin Yuen

Independent non-executive Directors:

Ms. Chian Yat Ping
Mr. Yew Tak Yun, Paul
Mr. Chan Kwok Ki, Stephen

Registered office:

4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*

Room 2704, 27th Floor
Universal Trade Centre
3 Arbuthnot Road
Central
Hong Kong

23 July 2019

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) EXTENSION OF ISSUE MANDATE;
(3) RE-ELECTION OF RETIRING DIRECTORS;
(4) RE-APPOINTMENT OF INDEPENDENT AUDITOR; AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2019 AGM for, among other matters, (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of the retiring Directors; and (v) the re-appointment of the Independent Auditor, and to give the Shareholders notice of the 2019 AGM at which the ordinary resolutions as set out in the notice of the 2019 AGM will be proposed.

LETTER FROM THE BOARD

2. GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE

At the 2019 AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

Issue Mandate

The Company's existing mandate to issue Shares was approved by the ordinary resolution of the Shareholders passed at the annual general meeting of the Company held on 22 August 2018. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2019 AGM.

An ordinary resolution will be proposed at the 2019 AGM to grant the Issue Mandate to the Directors. Based on 800,000,000 issued Shares as at the Latest Practicable Date and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2019 AGM, the Directors will be able to allot, issue and deal with up to a total of 160,000,000 Shares if the Issue Mandate is granted at the 2019 AGM, which will remain in effect until the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Repurchase Mandate

The Company's existing mandate to repurchase Shares was approved by the ordinary resolution of the Shareholders passed at the annual general meeting of the Company held on 22 August 2018. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the 2019 AGM.

An ordinary resolution will be proposed at the 2019 AGM to grant the Repurchase Mandate to the Directors. Based on 800,000,000 issued Shares as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2019 AGM, the Directors would be authorised to repurchase up to a maximum of 80,000,000 Shares, representing 10% of the issued Shares as at the date of the 2019 AGM. The Repurchase Mandate, if granted, will be effective until whichever is the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

3. EXTENSION OF ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2019 AGM to extend the Issue Mandate by the addition to the aggregate number of the issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Issue Mandate.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises three executive Directors, namely Mr. Chuk Stanley, Mr. Lam Ka Wong, Johnson and Mr. Chuk Kin Yuen, and three independent non-executive Directors, namely Ms. Chian Yat Ping, Mr. Yew Tak Yun, Paul and Mr. Chan Kwok Ki, Stephen.

Pursuant to Article 109 of the Articles, at each AGM, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the AGM shall retire by rotation at such AGM. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Article 113 of the Articles provides that the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director, provided that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an AGM.

The Nomination Committee has assessed and reviewed the annual written confirmations of independence from the independent non-executive Directors, namely Ms. Chian Yat Ping, Mr. Yew Tak Yun, Paul and Mr. Chan Kwok Ki, Stephen, based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that they all remain independent. Upon the nomination of the Nomination Committee, the Board has recommended

LETTER FROM THE BOARD

that Mr. Chuk Stanley, as an executive Director and Ms. Chian Yat Ping, as an independent non-executive Director, stand for re-election as Directors at the 2019 AGM in accordance with the Articles.

The biographical details of the retiring Directors proposed to be re-elected at the 2019 AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

5. RE-APPOINTMENT OF INDEPENDENT AUDITOR

D & PARTNERS CPA LIMITED, which has audited the consolidated financial statements of the Company for the year ended 31 March 2019, will retire as the Independent Auditor at the 2019 AGM and, being eligible, offer itself for re-appointment. The Board proposed to re-appoint D & PARTNERS CPA LIMITED as the Independent Auditor to hold office until the conclusion of the next AGM and authorise the Board to fix its remuneration.

6. 2019 AGM AND PROXY ARRANGEMENT

A notice convening the 2019 AGM to be held at Shop 1102, 11/F., Times Square, Matheson Street, Causeway Bay, Hong Kong on 21 August 2019 at 4:00 p.m. is set out on pages 15 to 19 of this circular. Ordinary resolutions will be proposed at the 2019 AGM to approve, among other things, (i) the Issue Mandate, (ii) the Repurchase Mandate, (iii) the extension of the Issue Mandate by the addition thereto of the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate, (iv) the re-election of the retiring Directors and (v) the re-appointment of the Independent Auditor.

A form of proxy for use in connection with the 2019 AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange at www.hkexnews.hk and the Company at topstandard.com.hk. If you are not able to attend the 2019 AGM but wish to exercise your right as a Shareholder, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the 2019 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2019 AGM or any adjournment thereof. If the Shareholder attends and votes at the 2019 AGM, the authority of your proxy will be revoked.

7. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions set out in the notice convening the 2019 AGM shall be voted on by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Directors believe that the proposals for (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate; (iii) the re-election of retiring Directors; and (iv) the re-appointment of the Independent Auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed convening the 2019 AGM as set out in the notice of the 2019 AGM on pages 15 to 19 of this circular.

10. MISCELLANEOUS

Your attention is drawn to the additional information set out in the appendices to this circular, namely “Appendix I — Explanatory Statement on the Repurchase Mandate” and “Appendix II — Biographical Details of the Retiring Directors Proposed to be Re-elected at the 2019 AGM”.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board
Top Standard Corporation
Chuk Stanley
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide requisite information to the Shareholders for consideration of the proposed grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 800,000,000 issued Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2019 AGM, the Directors would be authorised to repurchase up to a maximum of 80,000,000 Shares, representing 10% of the issued Shares as at the date of the 2019 AGM. The Repurchase Mandate will remain in effect until the earliest of: (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles, the Companies Law or any other applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable law and regulations of the Cayman Islands, the GEM Listing Rules, the memorandum of association of the Company and the Articles for such purpose.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2019, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest market prices at which the Shares were traded on GEM during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Trading Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
July	0.205	0.160
August	0.219	0.139
September	0.183	0.120
October	0.168	0.139
November	0.176	0.140
December	0.150	0.105
2019		
January	0.178	0.120
February	0.170	0.120
March	0.160	0.135
April	0.156	0.122
May	0.159	0.121
June	0.174	0.129
July (up to the Latest Practicable Date)	0.147	0.135

6. DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2019 AGM.

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles.

7. EFFECT OF TAKEOVER CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any such consequence which may arise under the Takeovers Code if the Repurchase Mandate is exercised. As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly interested in 5% or more of the nominal value of the issued Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name of Shareholders	Nature of interests	Number of Shares held	Percentage of shareholding in the Company's issued share capital
Mr. Chuk Stanley ("Mr. Stanley Chuk") (Note 1)	Interest in a controlled corporation	486,720,000	60.84%
JSS Group Corporation ("JSS Group") (Note 1)	Beneficial owner	486,720,000	60.84%
Mr. Chuk Kin Yuen ("Mr. KY Chuk") (Note 2)	Interest in a controlled corporation	56,640,000	7.08%
J & W Group Limited ("J & W Group") (Note 2)	Beneficial owner	56,640,000	7.08%
Mrs. Chuk Cheng Sau Mun, Winnie ("Mrs. Chuk") (Note 3)	Interest of spouse	56,640,000	7.08%

Notes:

1. Mr. Stanley Chuk beneficially owns the entire issued share capital of JSS Group and is deemed, or taken to be, interested in all the Shares held by JSS Group for purposes of the SFO.
2. Mr. KY Chuk beneficially owns the entire issued share capital of J & W Group and is deemed, or taken to be, interested in all the Shares held by J & W Group for purposes of the SFO.
3. Mrs. Chuk is the spouse of Mr. KY Chuk and is deemed, or taken to be, interested in all the Shares held by Mr. KY Chuk for purposes of the SFO.

As at the Latest Practicable Date, JSS Group and J & W Group were beneficially interested in 486,720,000 Shares and 56,640,000 Shares, representing approximately 60.84% and 7.08% of the issued share capital of the Company, respectively.

In the event that the Directors exercise the proposed Repurchase Mandate in full and assuming that there is no change in the issued share capital of the Company and the number of Shares held by JSS Group and J & W Group remains unchanged, the interests of JSS Group and J & W Group in the issued share capital of the Company would be increased to approximately 67.60% and 7.87%, respectively, and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules. Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made pursuant to the Repurchase Mandate.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

9. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the 2019 AGM.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2019 AGM
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The biographical details of the Directors who will retire from office at the 2019 AGM and being eligible, will offer themselves for re-election at the 2019 AGM, are set out below.

Save as disclosed herein, each of the following retiring Directors proposed for the re-election:

- (a) does not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he/her has any other relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules in respect of each of the following retiring Directors proposed to be re-elected at the 2019 AGM.

Executive Director

Mr. Chuk Stanley (祝嘉輝) (formerly known as Mr. Chuk Stanley Cah Fai), aged 40, is the chairman of the Board, an executive Director and the chief executive officer of the Group. He was appointed as the Director on 11 February 2016. He was re-designated as the executive Director and appointed as the chief executive officer of the Company and the chairman of the Board on 21 August 2017. He joined the Group as a director of Great Planner Limited, one of the operating subsidiaries of the Group, on 15 February 2008. He is primarily responsible for overseeing and planning of our business strategies and responsible for the overall management of the Group. He is the chairman of Nomination Committee and a member of remuneration committee. Mr. Stanley Chuk is also a director of all the subsidiaries of the Company.

Mr. Stanley Chuk has nearly ten years of experience in the restaurant and catering business in Hong Kong. Prior to joining the Group, he worked as a building manager at Chuk's Development Company Limited from January 2000 to June 2004 in Canada. From June 2005 to July 2006, Mr. Stanley Chuk served as a property manager at Hing Fai Development (H.K.) Company Limited in Hong Kong.

Mr. Stanley Chuk graduated from Langara College in Vancouver, Canada with an associate of arts degree in May 2002.

Mr. Stanley Chuk is son of Mr. KY Chuk, the executive Director.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2019 AGM
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Mr. Stanley Chuk entered into a service contract with the Company as an executive Director for a term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by the Company or the Director giving to the other not less than three months' prior notice in writing. Pursuant to the service contract, Mr. Stanley Chuk is entitled to a fixed salary of HK\$480,000 per annum payable monthly. He is subject to retirement by rotation at the annual general meeting of the Company at least once every three years and his remuneration is determined in accordance with his experience, responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee of the Company.

Independent non-executive Director

Ms. Chian Yat Ping (錢一平), aged 53, was appointed as an independent non-executive Director on 23 January 2018. She is primarily responsible for supervising the Group's compliance and corporate governance matters and providing independent advice to the Board. She is the chairman of audit and risk management committee and a member of remuneration committee and nomination committee.

Ms. Chian has nearly 30 years of experience in auditing and management accounting. From January 1988 to October 1993, Ms. Chian was a supervisor at Margolin Winer & Evens LLP in New York, the United States and was responsible for providing litigation consulting, audit and tax services to corporations. She worked at Deloitte & Touche LLP (currently known as Deloitte Touche Tohmatsu LLP) in New York, the United States as a manager from October 1993 to December 1995. She served as the manager of project administration of New World Development Company Limited (HK stock code: 00017) from January 1996 and on September 1999, she was transferred to New World China Land Limited and worked until January 2001. From July 2001 to December 2010, she was the investor relations officer in the investment promotion department of Invest Hong Kong. From September 2006 to December 2009, she was an independent non-executive director of Xpress Group Limited (HK stock code: 00185, currently known as ZH International Holdings Limited). Since October 2011, she has been the chief executive officer of Worldwide Best Consulting Company in Hong Kong and is responsible for providing financial and management consulting services. She has also been a committee member of the 13th and 14th Chinese People's Political Consultative Conference of Changzhou.

Ms. Chian graduated from State University of New York in New York State, the United States with a bachelor's degree in science in December 1987. Ms. Chian has been a certified public accountant in the United States since March 1990. She has been a member of National Association of Accountants, American Institute of Certified Public Accountants and New York State Society of Certified Public Accountants in the United States since July 1990, July 1990 and January 1991, respectively. Ms. Chian has also been recognised by the Institute of Certified Management Accountants of the Institute of Management Accountants as a certified management accountant in the United States since February 1993. She has been an international affiliate of the Hong Kong Institute of Certified Public Accountants since February 2005. Ms. Chian qualified as an insurance intermediary and an MPF intermediary in Hong Kong in 2011.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2019 AGM
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Ms. Chian entered into a letter of appointment with the Company as an independent non-executive Director for a term of three years commencing from the Listing Date which may be terminated by either party giving at least one month's notice in writing. Pursuant to the appointment letter, Ms. Chian is entitled to a fixed salary of HK\$120,000 per annum payable monthly. She is subject to retirement by rotation at the annual general meeting of the Company at least once every three years and her remuneration is determined in accordance with her experience, responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee of the Company.

TOP STANDARD CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8510)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**2019 AGM**”) of Top Standard Corporation (the “**Company**”) will be held at Shop 1102, 11/F., Times Square, Matheson Street, Causeway Bay, Hong Kong on 21 August 2019 (Wednesday) at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the independent auditor of the Company (the “**Independent Auditor**”) for the year ended 31 March 2019.
2.
 - (a) To re-elect Mr. Chuk Stanley as an executive Director;
 - (b) To re-elect Ms. Chian Yat Ping as an independent non-executive Director; and
 - (c) To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
3. To re-appoint D & PARTNERS CPA LIMITED as the Independent Auditor to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration.

As special business to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for the Shares, or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;

NOTICE OF THE 2019 AGM

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for Shares, shall not exceed the aggregate of:

(aa) 20% of the aggregate number of Shares as at the date of the passing of this Resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholders**”)) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of Shares as at the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) (the “**Companies Law**”) or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to

NOTICE OF THE 2019 AGM

fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs administered by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.”

NOTICE OF THE 2019 AGM

6. “**THAT** subject to the passing of Resolutions no. 4 and 5 set out in this notice convening the 2019 AGM, the authority of the Directors pursuant to Resolution no. 4 set out in this notice be and is hereby approved to extend to cover such amount representing the aggregate number of the issued Shares repurchased pursuant to the authority granted pursuant to Resolution no. 5 set out in this notice.”

By Order of the Board
Top Standard Corporation
Chuk Stanley
Chairman and Executive Director

Hong Kong, 23 July 2019

Registered office:

4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*

Room 2704, 27th Floor
Universal Trade Centre
3 Arbuthnot Road
Central
Hong Kong

Notes:

1. A member of the Company (the “**Member**”) entitled to attend and vote at the 2019 AGM convened by the above notice or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies to attend and, subject to the provisions of the Articles, to vote on his/her/its behalf. A proxy need not be a Member but must be present in person at the 2019 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time for holding the 2019 AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the 2019 AGM or its adjourned meeting should he/she/it so wish.
3. Where there are joint holders of any Share, any one of such joint holders may vote at the 2019 AGM, either in personal or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but should more than one of such joint holders be present at the 2019 AGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
4. For determining Members’ entitlement to attend and vote at the 2019 AGM, the register of Members will be closed between Friday, 16 August 2019 and Wednesday, 21 August 2019 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the forthcoming 2019 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 15 August 2019.
5. In relation to the proposed Resolution no. 2 above, Mr. Chuk Stanley and Ms. Chian Yat Ping shall retire and, being eligible, offer themselves for re-election at the 2019 AGM. Details of the above retiring Directors are set out in Appendix II to the circular dated 23 July 2019.

NOTICE OF THE 2019 AGM

6. In relation to the proposed Resolution no. 3 above, the Board concurs with the views of the audit and risk management committee of the Company and recommends that D & PARTNERS CPA LIMITED be re-appointed as the Independent Auditor.
7. In relation to proposed Resolutions nos. 4 and 6 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.
8. In relation to proposed Resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular dated 23 July 2019.
9. According to Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this notice will be taken by poll.
10. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the 2019 AGM, the meeting will be adjourned. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (topstandard.com.hk) and to notify Members of the date, time and place of the adjourned meeting. The 2019 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Members should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.